



February 23, 2023

Steve Kahl  
Executive Director  
North Dakota Public Service Commission  
600 E. Blvd.  
Dept. 408  
Bismarck, ND 58505-0480

Re: Joint Application for Expedited Transfer of Certificate of Corridor Compatibility No. 215  
and Route Permit No. 225

Dear Mr. Kahl,

Enclosed herein please find one (1) original and five (5) copies of the following document for transfer and recordation:

- Joint Application for Expedited Transfer of Certificate of Corridor Compatibility, prepared in connection with Corridor Compatibility No. 215 and Route Permit No. 225.

The above referenced permits are currently in the name of Denbury Green Pipeline – North Dakota, LLC and Denbury Green Pipeline – Montana, LLC. We are requesting a transfer be granted and these permits be reissued in the name of Denbury Green Pipeline – Montana, LLC only.

As request, also enclosed is a check in the amount of \$10,000.00 for the initial application fee, but understand that the administrative fees and assessments may less than the enclosed and the remaining portion will be refunded to us. Upon your approval and recordation, please return file-stamped evidence to me at your earliest convenience.

Thank you for your assistance in this process. Please do not hesitate to contact me at 972.673.2913 or [julie.cooper@denbury.com](mailto:julie.cooper@denbury.com) should you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "Julie H. Cooper".

Julie H. Cooper  
Sr. Paralegal

1 PU-23-77 Filed 02/24/2023 Pages: 22  
Joint Application for Transfer of Certificate of Corridor Compatibility and Route Permit  
Denbury Green Pipeline - North Dakota, LLC / Denbury Green Pipeline - Montana  
Julie Cooper, Sr. Paralegal

Denbury Inc. 5851 Legacy Circle, Suite 1200 • Plano, Texas 75024 • Tel: 972.673.2000 • [denbury.com](http://denbury.com)

Subsidiaries Denbury Onshore, LLC • Denbury Green Pipeline-Texas • Denbury Gulfcoast Pipelines, LLC • Greencore Pipeline Company LLC

STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION

Denbury Green Pipeline – North Dakota, LLC  
12-inch Cedar Hills Pipeline Pjct – Slope & Bowman  
Siting Application

PU-19-294

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**Joint Application for Expedited Transfer of Certificate of Corridor Compatibility**

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**INTRODUCTION**

Pursuant to North Dakota Century Code (“NDCC”) Chapter 49-22 and North Dakota Administrative Code (“NDAC”) Article 69-06, Denbury Green Pipeline – North Dakota, LLC (“DGP-ND”) and Denbury Green Pipeline - Montana, LLC (“DGP-MT”) (collectively “Applicants”), hereby submit this Joint Application for Expedited Transfer of Certificate of Corridor Compatibility (“Application”) for transfer of the Certificate of Corridor Compatibility No. 215 issued to DGP-ND and DGP-MT and Route Permit No. 225 issued to DGP-ND and DGP-MT, in Case No. PU-19-294.

**I. Statutory Authority.**

The transfer of a certificate of corridor compatibility is authorized under NDCC § 49-22-07 and NDAC § 69-06-01-02(4). Pursuant to NDAC § 69-06-01-02(4) and NDCC § 49-22-13(2), the North Dakota Public Service Commission (“Commission”) shall publish notice of opportunity for a public hearing on such transfer.

**II. Background.**

1. On April 1, 2020, in Case No. PU-19-294, the Commission issued Certificate of Corridor Compatibility No. 215 (as amended, the “Certificate”) to DGP-ND and DGP-MT, designating a corridor for the construction, operation, and maintenance of approximately 9.23 miles of 12-

inch diameter CO2 pipeline and associated facilities in Slope and Bowman Counties, North Dakota (the "Project").

2. On April 1, 2020, in Case No. PU-19-294, the Commission issued Route Permit No. 225 (the "Permit") to DGP-ND and DGP-MT, designating a route for the construction, operation, and maintenance of approximately 9.23 miles of 12-inch diameter CO2 pipeline and associated facilities in Slope and Bowman Counties, North Dakota.
3. On November 17, 2021, in Case No. PU-19-294, the Commission issued First Amended Certificate of Corridor Compatibility No. 215 to DGP-ND and DGP-MT, authorizing the addition of five workspaces outside the designated corridor (expanded corridor).

**III. Application for Transfer of Certificate of Corridor Compatibility.**

Applicants respectfully request the transfer of the Certificate and Permit from DGP-ND to DGP-MT, and state as follows:

1. DGP-ND and DGP-MT are both wholly-owned, indirect subsidiaries of Denbury Inc.
2. DGP-ND is a Delaware limited liability company with its principal office in Plano, Texas, and is authorized to do business in the State of North Dakota. Attached hereto as Exhibit 1 is a certified copy of the Certificate of Incorporation from the state of Delaware. Certificates of Good Standing for DGP-ND from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 2 and Exhibit 3, respectively.
3. DGP-MT is a Delaware limited liability company with its principal office in Plano, Texas, and is authorized to do business in the State of North Dakota. Attached hereto as Exhibit 4 is a certified copy of the Certificate of Formation from the state of Delaware. Certificates of Good Standing for DGP-MT from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 5 and Exhibit 6, respectively.

4. DGP-ND seeks to transfer the Certificate and Permit to DGP-MT, which now holds the Project assets. Additionally, DGP-ND will seek to dissolve in the state of Delaware and withdraw its registration in the State of North Dakota. Therefore, the Applicants respectfully request expedited treatment of this Application so that the Certificate and Permit may be transferred to DGP-MT prior to the dissolution of DGP-ND.

5. DGP-MT has the financial and technical qualifications to own the Project. DGP-MT agrees to assume the rights and obligations of the Certificate and Permit for the Project and to comply with the terms and conditions of the Certificate, the Permit, and all applicable Commission orders pertaining thereto. See Exhibit 7, Affidavit of James Matthews, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary on behalf of DGP-MT, attached hereto.

Applicants seek the transfer of the Certificate and Permit from DGP-ND to DGP-MT and respectfully request that the Commission:


1. Deem this Application complete and publish a notice of opportunity for public hearing once each in the official newspapers of Slope County and Bowman County, North Dakota.

2. Grant the transfer of the aforementioned Certificate of Corridor Compatibility No. 215 and the Route Permit No. 225 from Denbury Green Pipeline - North Dakota, LLC and Denbury Green Pipeline – Montana, LLC to Denbury Green Pipeline – Montana, LLC, and reissue the Certificate of Corridor Compatibility No. 215 and the Route Permit No. 225 in the name of Denbury Green Pipeline – Montana, LLC, as soon as possible.

3. Grant such other relief as the Commission shall deem appropriate.

Dated this 9<sup>th</sup> day of February, 2023.

DENBURY GREEN PIPELINE – NORTH DAKOTA, LLC

By:   
James S. Matthews  
Executive Vice President, Chief  
Administrative Officer, General Counsel  
and Secretary

5851 Legacy Circle, Suite 1200  
Plano, Texas 75024  
972-673-2000

DENBURY GREEN PIPELINE – MONTANA, LLC

By:   
James S. Matthews  
Executive Vice President, Chief  
Administrative Officer, General Counsel  
and Secretary

5851 Legacy Circle, Suite 1200  
Plano, Texas 75024  
972-673-2000

**EXHIBIT "1"**

**Certified Copy of Certificate of Formation of DGP-ND**

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DENBURY GREEN PIPELINE-NORTH DAKOTA, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2018, AT 4:29 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "DENBURY GREEN PIPELINE-NORTH DAKOTA, LLC".



  
Jeffrey W. Bullock, Secretary of State

6951786 8100H  
SR# 20224197775

Authentication: 205027836  
Date: 12-07-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:29 PM 06/27/2018  
FILED 04:29 PM 06/27/2018  
SR 20185401060 - File Number 6951786

## CERTIFICATE OF FORMATION

OF

### DENBURY GREEN PIPELINE-NORTH DAKOTA, LLC

This Certificate of Formation of Denbury Green Pipeline-North Dakota, LLC (the "LLC"), dated as of June 21, 2018, is being duly executed and filed by James S. Matthews, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-201).

FIRST. The name of the limited liability company formed hereby is Denbury Green Pipeline-North Dakota, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By:

  
James S. Matthews,  
Organizer

Exhibit "2"

Certificate of Good Standing of DGP-ND – North Dakota

# *State of North Dakota*

## SECRETARY OF STATE



### Certificate of Good Standing of DENBURY GREEN PIPELINE-NORTH DAKOTA, LLC

SOS Control ID#: 0000170981

Certificate #: 022705921-1

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

DENBURY GREEN PIPELINE-NORTH DAKOTA, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective August 7, 2018. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

**ACCORDINGLY**, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing.

**DATE:** December 7, 2022

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

Exhibit "3"

Certificate of Good Standing of DGP-ND – Delaware

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DENBURY GREEN PIPELINE-NORTH DAKOTA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



6951786 8300

SR# 20224197660

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 205027636

Date: 12-07-22

Exhibit "4"

Certified Copy of Certificate of Formation of DGP-MT

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DENBURY GREEN PIPELINE-MONTANA, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE FIRST DAY OF DECEMBER, A.D. 2011, AT 12:46 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "DENBURY GREEN PIPELINE-MONTANA, LLC".



5073100 8100H  
SR# 20224197774

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 205027827  
Date: 12-07-22

**CERTIFICATE OF FORMATION**

**OF**

**DENBURY GREEN PIPELINE-MONTANA, LLC**

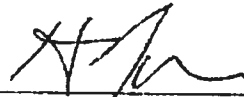
This Certificate of Formation of Denbury Green Pipeline-Montana, LLC (the "LLC"), dated as of December 1, 2011, is being duly executed and filed by H. Raymond Dubuisson, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 19-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Denbury Green Pipeline-Montana, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



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H. Raymond Dubuisson  
Authorized Person

Exhibit "5"

Certificate of Good Standing of DGP-MT – North Dakota

# *State of North Dakota*

## SECRETARY OF STATE



### Certificate of Good Standing of Denbury Green Pipeline-Montana, LLC

SOS Control ID#: 0002884325

Certificate #: 022706014-1

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

Denbury Green Pipeline-Montana, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective September 4, 2019. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

**ACCORDINGLY**, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing.

**DATE:** December 7, 2022

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

Exhibit "6"

Certificate of Good Standing of DGP-MT – Delaware

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DENBURY GREEN PIPELINE-MONTANA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5073100 8300

SR# 20224197661

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 205027637

Date: 12-07-22

Exhibit "7"

Affidavit

STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION

Denbury Green Pipeline – North Dakota, LLC  
12-inch Cedar Hills Pipeline Pjct – Slope & Bowman  
Siting Application

PU-19-294

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**AFFIDAVIT OF JAMES S. MATTHEWS**

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STATE OF TEXAS        )  
                                  ) SS.  
COUNTY OF COLLIN    )

James S. Matthews declares as follows:

1. I am over the age of eighteen, competent to testify as a witness, and make this affidavit based on my personal knowledge and belief as to the facts set forth herein.
2. I am Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of Denbury Green Pipeline – North Dakota, LLC, and Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of Denbury Green Pipeline - Montana, LLC. I have the authority to bind Denbury Green Pipeline – Montana, LLC, with respect to the commitments herein, and make this Affidavit in support of the Joint Application of Denbury Green Pipeline – North Dakota, LLC and Denbury Green Pipeline – Montana, LLC for Expedited Transfer of Certificate of Corridor Compatibility No. 215 and Route Permit No. 225.
3. Denbury Green Pipeline – North Dakota, LLC and Denbury Green Pipeline – Montana, LLC, are wholly-owned, indirect subsidiaries of Denbury Inc. Denbury Inc. is a publicly traded oil and natural gas company with properties concentrated in the Gulf Coast and Rocky Mountain regions of the United States. Currently, Denbury’s properties in the Gulf Coast region are situated in Mississippi, Texas, and Louisiana, and in the Rocky Mountain region are situated in Montana, North Dakota and Wyoming.
4. I am familiar with the Commission’s Findings of Fact, Conclusions of Law and Order issuing Certificate of Corridor Compatibility No. 215, dated April 1, 2020, in Case No. PU-19-294; with Commission’s Order issuing First Amended Certificate of Corridor Compatibility No. 215, dated November 17, 2021, in Case No. PU-19-294; and with Commission’s Order issuing Route Permit No. 225, dated April 1, 2020, in Case No. PU-19-294.
5. Denbury Green Pipeline – Montana, LLC has the financial and technical qualifications to own the Project. Denbury Green Pipeline – Montana, LLC agrees to assume the rights and obligations of

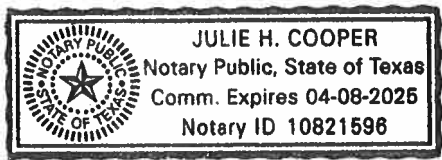
the Certificate of Corridor Compatibility and the Route Permit for the Project and to comply with the terms and conditions of the Certificate and Permit and all applicable Commission orders pertaining thereto.

DENBURY GREEN PIPELINE – MONTANA, LLC,  
a Delaware limited liability company

By:   
James S. Matthews  
Executive Vice President, Chief  
Administrative Officer, General Counsel  
and Secretary

STATE OF TEXAS        )  
                                  ) SS.  
COUNTY OF COLLIN    )

This agreement was acknowledged before me on this 1<sup>st</sup> day of February, 2023, by James S. Matthews, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of Denbury Green Pipeline – Montana, LLC, a Delaware limited liability company.

(Seal) 

  
Notary Public, State of Texas